

RECORDATION NO. 28033 FILED

SEP 14 '09 -3 4 0 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 14, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Assignment and Assumption Agreement, dated as of September 11, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor:	JAIX Leasing Company Two North Riverside Plaza Suite 1250 Chicago, IL 60606
Assignee:	PNC Equipment Finance, LLC Two PNC Plaza 13 th Floor 620 Liberty Avenue Pittsburgh, PA 15222

Anne K. Quinlan, Esq.
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A description of the railroad equipment covered by the enclosed document
is:

135 railcars EDEX 9500 - EDEX 9634.

A short summary of the document to appear in the index is.

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

SEP 14 '09 -3 4 0 PM

**MEMORANDUM OF ASSIGNMENT
AND ASSUMPTION AGREEMENT****SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT, dated this 11th day of September, 2009 is made by JAIX Leasing Company, a Delaware corporation with an address at Two North Riverside Plaza, Suite 1250, Chicago, IL 60606 (the "Assignor") and PNC Equipment Finance, LLC, a Delaware limited liability company, with an address at Two PNC Plaza, 13th Floor, 620 Liberty Avenue, Pittsburgh, PA 15222 (the "Assignee").

WITNESSETH:

WHEREAS, Assignor and Assignee have entered into that certain Assignment and Assumption Agreement (the "Assignment Agreement") dated as of September 11, 2009;

WHEREAS, with respect to periods commencing on and after the date hereof, pursuant to the Assignment Agreement, Assignor desires to assign all of Assignor's right, title and interest, in and to that certain Railcar Equipment Lease dated as of August 7, 2009 (the "Equipment Lease") between The Empire District Electric Company as lessee and Assignor as lessor and Rider 1 thereto, dated August 7, 2009 ("Rider 1"; Rider 1 and the Equipment Lease as it pertains only to the railcars, hereinafter collectively referred to as the "Lease"), to the extent relating to the railcars described in Rider 1 as more fully described on Exhibit "A" attached hereto, and Assignee desires to acquire such right, title and interest in and to the Lease and to assume Assignor's obligations under the Lease; and

WHEREAS, Assignor and Assignee wish to show for the public record the existence of the aforementioned Assignment Agreement, and the respective interests therein of the Assignor and Assignee, and accordingly they have caused this Memorandum of Assignment and Assumption Agreement to be executed by their respective duly authorized officers as of the date first above written;

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm that Assignor has, from and after the date of the Assignment Agreement, assigned to Assignee all right, title and interest in and to Rider 1, the railcars subject thereto, as described on Exhibit "A" hereto, and to the extent it relates to such railcars, the Equipment Lease and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment Agreement.

The terms and provisions of the Assignment Agreement and the Equipment Lease are more particularly set forth in the Assignment Agreement and Equipment Lease referenced above

This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each executed counterpart constituting an original, but all of which together shall constitute only one Memorandum of Assignment and Assumption Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment and Assumption Agreement to be executed as of the day and year first above written.

Assignor:

JAIX LEASING COMPANY

By: _____
Title: _____
Name: _____

Assignee:

PNC EQUIPMENT FINANCE, LLC

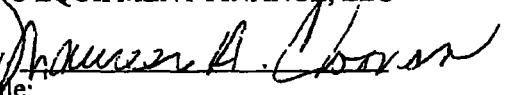
By:  _____
Title: _____
Name: _____

EXHIBIT "A"
TO MEMORANDUM OF ASSIGNMENT
AND ASSUMPTION AGREEMENT

EQUIPMENT

135 aluminum BethGon® II cars
marked EDEX 09500 through EDEX 009634
(both inclusive)

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF ALLEGHENY

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SS:

On this 14 day of September, 2009, before me appeared MARLEEN GORDON, the person who signed this forgoing instrument, who acknowledged that (s)he is the VIC. PRESIDENT of PNC EQUIPMENT FINANCE, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of such company.

Jennifer A. Pfizer
Notary Public

My Commission expires:

August 16, 2012

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Jennifer A. Pfizer, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Aug 16, 2012
Member, Pennsylvania Association of Notaries

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 9/14/09



Robert W Alvord